

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139JKF)  
) Jointly Administered  
Debtors. )  
**Re: Docket No. 15755**  
**6/25/07 Agenda No. 5**

**CERTIFICATION OF COUNSEL ON ORDER AUTHORIZING THE DEBTORS TO  
MAKE LEGALLY REQUIRED MINIMUM CONTRIBUTIONS TO DEFINED  
BENEFIT PENSION PLANS COVERING DEBTORS' EMPLOYEES**

1. On May 21, 2007, the Debtors filed their Motion for Entry of an Order Authorizing Debtors to Make Legally Required Minimum Contributions to Defined Benefit Pension Plans Covering Debtors' Employees (the "Pension Motion"). In conjunction with the Pension Motion, the Debtors submitted a draft order.

2. Prior to the objection deadline set on the Pension Motion, the attorneys for the

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, lzi.c., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch Nest Coal Company, H-G Coal Company.

Official Committee of Property Damage Claimants, the Official Committee of Personal Injury Claimants and the Future Claimants Representative contacted the Debtors and requested the Debtors modify the requested order as outlined on the attached (the "Order").

3. Pursuant to the attached Order, the Debtors are permitted to make the legally required minimum contributions to the Grace Retirement Plans due on July 15, 2007, September 15, 2007, October 15, 2007 and January 15, 2008.<sup>2</sup>

4. The Debtors also agreed that they will continue to cooperate with the various official committees and the future claimants' representative with respect to providing them with additional information regarding the Debtors' pension and benefit plans and with access to knowledgeable personnel of the Debtors and the Debtors' actuarial professionals as appropriate, including in advance of filing any motion seeking authority to fund any pension payments coming due after January 15, 2008.

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<sup>2</sup> All capitalized terms herein shall have the same meaning as those defined in the Pension Motion.

5. As a result, the Debtors request entry of the attached revised Order.

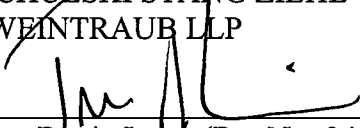
Dated: June 18, 2007

Respectfully submitted,

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